

**USDC SDNY
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DATE FILED: SEP 17 2012**

Wharton, J

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

HARBINGER CAPITAL PARTNERS
FUNDS INVESTOR LITIGATION

Case No. 12-CV-1244-AJN

**NOTICE OF WITHDRAWAL AND
SUBSTITUTION OF COUNSEL
AND PROPOSED ORDER**

PLEASE TAKE NOTICE that, with the approval of Defendants Harbinger Capital Partners LLC, Harbinger Holdings, LLC, and Philip A. Falcone, and subject to the approval of the Court, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166, hereby withdraws as counsel for Defendants Harbinger Capital Partners LLC, Harbinger Holdings, LLC, and Philip A. Falcone in the above-captioned matter, and Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019-6064, is hereby substituted in place of Gibson, Dunn & Crutcher LLP as counsel of record for Defendants Harbinger Capital Partners LLC, Harbinger Holdings, LLC, and Philip A. Falcone in this action, effective as of the date indicated below.

Attached is an affidavit of withdrawing counsel in accordance with Local Civil Rule 1.4 of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York.

Dated: New York, New York
September 5, 2012

GIBSON, DUNN & CRUTCHER LLP

By: 

Mitchell Karlan
mkarlan@gibsondunn.com
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200 Park Avenue
New York, NY 10166
(212) 351-3827

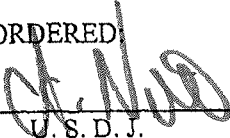
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP

By: 

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1285 Avenue of the Americas
New York, New York 10019-6064
(212) 373-3000

9/17/12
SO ORDERED


U. S. D. J.

TO:

Jacob H. Zamansky
Zamansky & Associates LLC
50 Broadway, 32nd Floor
New York, NY 10004

David A. Straite
Stewarts Law US LLP
535 Fifth Avenue, 4th Floor
New York, NY 10010

Daniel C. Girard
Girard Gibbs LLP
601 California Street, 14th Floor
San Francisco, CA 94108

Gregory P. Joseph
Gregory P. Joseph Law Office LLC
485 Lexington Avenue
New York, NY 10017

Harbinger Capital Partners LLC
450 Park Avenue, 30th Floor
New York, NY 10022

Harbinger Holdings, LLC
450 Park Avenue, 30th Floor
New York, NY 10022

Philip A. Falcone
450 Park Avenue, 30th Floor
New York, NY 10022

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

HARBINGER CAPITAL PARTNERS
FUNDS INVESTOR LITIGATION

Case No. 12-CV-1244-AJN

**AFFIDAVIT OF
MITCHELL KARLAN**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

MITCHELL KARLAN, being duly sworn, says:

1. I am a partner in the law firm of Gibson, Dunn & Crutcher LLP and a member of the Bar of this Court. Pursuant to Local Civil Rule 1.4 of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I submit this affidavit in support of the accompanying Notice of Withdrawal and Substitution of Counsel and Proposed Order substituting Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul, Weiss") for Gibson, Dunn & Crutcher LLP as counsel for Defendants Harbinger Capital Partners LLC, Harbinger Holdings, LLC, and Philip A. Falcone in the above-captioned action.

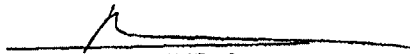
2. As reflected in the accompanying Notice of Withdrawal and Substitution of Counsel and Proposed Order, Defendants Harbinger Capital Partners LLC, Harbinger Holdings, LLC, and Philip A. Falcone now desire to retain Paul, Weiss to represent them in this litigation.

3. The initial complaint in this action was filed on or about February 17, 2012, and the Third Amended Complaint was filed on or about July 20, 2012.

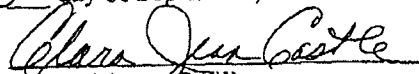
Pursuant to the Court's Scheduling Order dated July 10, 2012, the deadline for Defendants to move, answer, or otherwise respond to the Third Amended Complaint is September 20, 2012.

4. Gibson, Dunn & Crutcher LLP is not asserting a retaining or charging lien.

5. The proposed substitution at this early stage of litigation will not delay the matter or prejudice any party.


Mitchell Karlan

Sworn to before me this
5th day of September, 2012


Notary Public

CLARA JEAN CASTLE
Notary Public, State of New York
No. 4883758
Qualified in Westchester County
Certificate filed in New York County
Commission Expires Jan. 26, 2015
2015

AFFIDAVIT OF SERVICE BY FEDERAL EXPRESS

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

DANIEL FUERST, being duly sworn, deposes and says:

1. I am not a party to this action, am over 18 years of age and am employed by Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019.
2. On September 5, 2012, I served true copies of the attached NOTICE OF WITHDRAWAL AND SUBSTITUTION OF COUNSEL AND PROPOSED ORDER and AFFIDAVIT OF MITCHELL KARLAN on the following:

Jacob H. Zamansky
Zamansky & Associates LLC
50 Broadway, 32nd Floor
New York, NY 10004

David A. Straite
Stewarts Law US LLP
535 Fifth Avenue, 4th Floor
New York, NY 10010

Daniel C. Girard
Girard Gibbs LLP
601 California Street, 14th Floor
San Francisco, CA 94108

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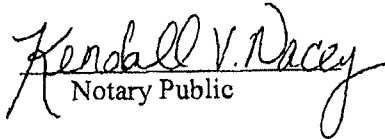
Harbinger Holdings, LLC
450 Park Avenue, 30th Floor
New York, NY 10022

Philip A. Falcone
450 Park Avenue, 30th Floor
New York, NY 10022

3. I made such service by placing the true copies the aforementioned documents in properly addressed, prepaid wrappers and delivering them to a Federal Express office for Priority Overnight Delivery.


DANIEL FUERST

Sworn to before me this
5th day of September, 2012


Notary Public

KENDALL V. DACEY
Notary Public, State of New York
No. 01DA622705.
Qualified in New York County
Commission Expires August 23, 2014